

Fill in this information to identify the case:

United States Bankruptcy Court for the:

(State) _____ District of DelawareCase number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 205****Involuntary Petition Against a Non-Individual**

12/15

Use this form to begin a bankruptcy case against a non-individual you allege to be a debtor subject to an involuntary case. If you want to begin a case against an individual, use the *Involuntary Petition Against an Individual* (Official Form 105). Be as complete and accurate as possible. If more space is needed, attach any additional sheets to this form. On the top of any additional pages, write debtor's name and case number (if known).

Part 1: Identify the Chapter of the Bankruptcy Code Under Which Petition Is Filed**1. Chapter of the Bankruptcy Code**

Check one:

☐ Chapter 7☒ Chapter 11**Part 2: Identify the Debtor****2. Debtor's name** Mawson Infrastructure Group, Inc.**3. Other names you know the debtor has used in the last 8 years**

Include any assumed names, trade names, or *doing business as* names.

4. Debtor's federal Employer Identification Number (EIN)☐ Unknown8 8 - 0 4 4 5 1 6 7
EIN**5. Debtor's address****Principal place of business**950 Railroad Avenue
Number StreetMidland PA 15059
City State ZIP CodeUnited States of America
County**Mailing address, if different**_____
Number Street

P.O. Box _____

City State ZIP Code**Location of principal assets, if different from principal place of business**_____
Number Street_____
City State ZIP Code

Debtor Mawson Infrastructure Group, Inc. Case number (if known) _____
Name

6. Debtor's website (URL) https://www.mawsoninc.com/

7. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other type of debtor. Specify: _____

8. Type of debtor's business

Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the types of business listed.
☐ Unknown type of business.

9. To the best of your knowledge, are any bankruptcy cases pending by or against any partner or affiliate of this debtor?

- ☐ No
☒ Yes. Debtor _____ Relationship _____
District _____ Date filed _____ Case number, if known _____
MM / DD / YYYY
Debtor _____ Relationship _____
District _____ Date filed _____ Case number, if known _____
MM / DD / YYYY
Petitioners reference the Winding Up Application filed with the Federal Court of Australia on October 3, 2024 (Case No. NSD 1395 of 2024) relating to debts owed by Debtor's subsidiary, Mawson Infrastructure Group Pty Ltd., for which Debtor provided guarantees.

Part 3: Report About the Case

10. Venue

Check one:

- ☒ Over the last 180 days before the filing of this bankruptcy, the debtor had a domicile, principal place of business, or principal assets in this district longer than in any other district.
☐ A bankruptcy case concerning debtor's affiliates, general partner, or partnership is pending in this district.

11. Allegations

Each petitioner is eligible to file this petition under 11 U.S.C. § 303(b).
The debtor may be the subject of an involuntary case under 11 U.S.C. § 303(a).

At least one box must be checked:

- ☒ The debtor is generally not paying its debts as they become due, unless they are the subject of a bona fide dispute as to liability or amount.
☒ Within 120 days before the filing of this petition, a custodian, other than a trustee, receiver, or an agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

12. Has there been a transfer of any claim against the debtor by or to any petitioner?

- ☐ No
☒ Yes. Attach all documents that evidence the transfer and any statements required under Bankruptcy Rule 1003(a).

Debtor

Name

Case number (if known)

13. Each petitioner's claim

Name of petitioner

Nature of petitioner's claim

Amount of the claim
above the value of
any lien

See Rider 1

\$

\$

\$

Total of petitioners' claims

\$

If more space is needed to list petitioners, attach additional sheets. Write the alleged debtor's name and the case number, if known, at the top of each sheet. Following the format of this form, set out the information required in Parts 3 and 4 of the form for each additional petitioning creditor, the petitioner's claim, the petitioner's representative, and the petitioner's attorney. Include the statement under penalty of perjury set out in Part 4 of the form, followed by each additional petitioner's (or representative's) signature, along with the signature of the petitioner's attorney.

Part 4: Request for Relief

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Petitioners request that an order for relief be entered against the debtor under the chapter of 11 U.S.C. specified in this petition. If a petitioning creditor is a corporation, attach the corporate ownership statement required by Bankruptcy Rule 1010(b). If any petitioner is a foreign representative appointed in a foreign proceeding, attach a certified copy of the order of the court granting recognition.

I have examined the information in this document and have a reasonable belief that the information is true and correct.

Petitioners or Petitioners' Representative**Name and mailing address of petitioner**

W Capital Advisors Pty Ltd

Name

Unit 304, 44 Miller Street

Number Street

North Sydney

City

Australia

State

NSW 2060

ZIP Code

Name and mailing address of petitioner's representative, if any

Name

Number Street

City

State

ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

30 11 2024

MM / DD / YYYY

x

Signature of petitioner or representative, including representative's title

Attorneys

Robert J. Dehney, Sr.

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name, if any

1201 North Market Street, 16th Flr.

Number Street

Wilmington

City

DE

State

19899-1347

ZIP Code

Contact phone 302.351.9353 Email RDehney@morrisnichols.com

Bar number 3578

State DE

x

/s/ Robert J. Dehney, Sr.

Signature of attorney

12/04/2024

Date signed

MM / DD / YYYY

Debtor _____ Case number (if known) _____

Name

Name and mailing address of petitioner

Marshall Investments MIG Pty Ltd

Name

Suite 1 , Level 12, 53 Martin Place

Number Street

Sydney

City

Australia

State

NSW 2000

ZIP Code

Name and mailing address of petitioner's representative, if any

Name

Number Street

City

State

ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 19 November 2024

MM / DD / YYYY

x

Director

Signature of petitioner or representative, including representative's title

Robert J. Dehney, Sr.

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name, if any

1201 North Market Street, 16th Flr.

Number Street

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ZIP Code

Contact phone 302.351.9353

Email RDehney@morrisnichols.com

Bar number 3578

State

DE

x /s/ Robert J. Dehney, Sr.

Signature of attorney

Date signed 12/04/2024

MM / DD / YYYY

Name and mailing address of petitioner

Rayra Pty Ltd

Name

Unit 58A, 1183-1187 The Horsley Drive

Number Street

Wetherill Park

City

Australia

State

NSW 2164

ZIP Code

Name and mailing address of petitioner's representative, if any

Name

Number Street

City

State

ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 19 November 2024

MM / DD / YYYY

x

Director

Signature of petitioner or representative, including representative's title

Robert J. Dehney, Sr.

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name, if any

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Email RDehney@morrisnichols.com

Bar number 3578

State

DE

x /s/ Robert J. Dehney, Sr.

Signature of attorney

Date signed 12/04/2024

MM / DD / YYYY

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Mawson Infrastructure Group, Inc.

Alleged Debtor

Chapter 11

Case No. 24-[] ([])

Rider 1

Petitioners declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information and belief.

Name of Petitioner	Nature of Petitioner's Claim	Amount of the Claim Above the Value of Any Lien
W Capital Advisors Pty Ltd as trustee for the W Capital Advisors Fund ¹	Secured Loan Deed	A\$1,661,552.58 plus interest accruing under the Secured Loan Deed and the interest accruing under the certain convertible promissory note, dated 8 July 2022 and legal and professional services costs.
Marshall Investments MIG Pty Ltd as trustee for the Marshall Investments MIG Trust ²	Secured Loan Facility Agreement	A\$12,073,339 plus interest and default management fees accruing under the Secured Loan Facility Agreement and legal professional services costs.
Rayra Pty Ltd as trustee for The Mountainview Trust	Secured Loan Facility Agreement	A\$50,000 plus interest accruing under the Secured Loan Facility Agreement

¹ Mawson Infrastructure Group, Inc. (the “Debtor”) and W Capital Advisors Pty Ltd executed that certain Corporate Guarantee, dated as of September 29, 2022, whereby the Debtor guarantees the obligations of its affiliate Mawson Infrastructure Pty Ltd under that certain Secured Loan Deed, by and between W Capital Advisors Pty Ltd and the Mawson Infrastructure Pty Ltd, dated as of September 2, 2022 (as amended time to time, the Secured Loan Deed”).

² The Debtor and Marshall Investments MIG Pty Ltd executed that certain Continuing Guaranty, dated as of December 9, 2021, whereby the Debtor guarantees the obligations of its affiliate MIG No. 1 Pty Ltd under that certain Secured Loan Facility Agreement, by and between Marshall Investments MIG Pty Ltd and affiliate MIG No. 1 Pty Ltd, dated as of December 9, 2021 (the “Secured Loan Facility Agreement”).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Mawson Infrastructure Group, Inc.

Alleged Debtor

Chapter 11

Case No. 24-[] ([])

**DECLARATION OF RAY ITAOUI ON BEHALF
OF RAYRA PTY LTD PURSUANT TO
FEDERAL RULE OF BANKRUPTCY
PROCEDURE 1003(a)**

I, Ray Itaoui, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I make this declaration on behalf of Rayra Pty Ltd, as trustee for The Mountainview Trust (the “Petitioning Creditor”) in the above-captioned involuntary chapter 11 case (the “Bankruptcy Case”) filed by Petitioning Creditor and other petitioning creditors against Mawson Infrastructure Group, Inc. (the “Debtor”). I am fully familiar with the facts set forth herein either through my own personal knowledge or through a review of documents related to the Petitioning Creditor’s claims against the Debtor.

2. I am a Director and Company Secretary of Rayra Pty Ltd, the trustee for Petitioning Creditor .


3. The Petitioning Creditor holds claims against the Debtor in the aggregate principal amount of at least A\$50,000 plus accruing interest based upon its holdings under that certain Secured Loan Facility Agreement by and between Marshall Investments MIG Pty Ltd (the “Assignor”), as trustee for the Marshall Investments MIG Trust, and MIG No. 1 Pty Ltd, dated as of December 9, 2021 (the “Loan Agreement”). The Petitioning Creditor and the Debtor entered into a Continuing Guaranty, causing the Debtor to act as a guarantor for the prompt repayment by MIG No. 1 Pty Ltd of the commitments under the Loan Agreement.

4. The Petitioning Creditor's holdings under the Loan Agreement that are being relied upon for the purpose of satisfying the requirement of 11 U.S.C. § 303(b)(1) were acquired on October 18, 2024, as reflected in that certain Assignment Agreement annexed hereto as Exhibit A.

5. The Petitioning Creditor did not purchase the claims for the purpose of commencing this case under the Bankruptcy Code.

6. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: November 19th, 2024
New York, New York

By: 

Ray Itaoui
Director and Company Secretary